# MINUTES

Members Present:Doug Burnett, Tom Bryan, Jenna DuPilka, David Fenner, Wilfredo Gonzalez, Kevin Hyde, Paul McElroy, and Sharon Wamble-King

Members Absent (Excused**):** Adam Hollingsworth, Stephen Joost and Oscar Munoz

## Item 1 Call to Order and Welcome

Chair Hyde called the meeting to order and confirmed a quorum by taking roll call.

## Item 2 Public Comments

Chair Hyde offered those in attendance an opportunity to comment on items on the agenda. There were no public comments.

## Item 3 Trustee Conversations in SOP of Section 4: Governing Board of the PA of the (SACSCOC)

Chair Hyde reintroduced Dr. Bobby Gitenstein to address the Board and provide a summary of the second round of phone calls with Trustees. Dr. Gitenstein will also facilitate the Board’s discussion of a Board Action Plan in order to continue its improvement in Board effectiveness as required by SACSCOC.

Dr. Gitenstein said it was a pleasure to return. She reminded the Board that she had engaged in one-on-one phone conversations with Trustees between September 27, 2018 and October 12, 2018, structured around a series of ten questions that were derived from SACSCOC criteria and the Board’s discussion at the last retreat. She also reminded the Board that her summary of Trustee conversations were documented in the “Summary of Trustee Conversations” document provided to the Board in advance of today’s retreat.

Dr. Gitenstein then provided the following overview of summary responses to each of the ten questions. Summary Responses to Question 1*: Within a shared governance framework, does the university currently have methods to ensure trust among and between all parties: board and administration, among board members? What are ways to enhance/improve the*

## Item 3 Trustee Conversations in SOP of Section 4: Governing Board of the PA of the (SACSCOC) (continued)

*sense of trust between and among Trustees and between and among Trustees and administration?* Dr. Gitenstein noted that from the Association of Governing Board’s point of view, shared governance includes Board governance and is more than the governance on campus with staff, students, faculty, and administration. She noted that several Trustees suggested that continued clarification of the roles and responsibilities of Trustees and administration was important and would enhance the shared governance framework. Some Trustees also expressed an interest in more interaction with faculty and students outside of the faculty and student representatives on the Board. Trustees would like to be well informed, both to fulfill their responsibilities, and also to serve as better advocates for the University.

Trustees believe that having a platform and environment that allows challenging questions is essential to enhancing and improving trust between Trustees and between Trustees and the administration. Some Trustees noted that the discussion of confidential and sensitive matters can be challenging given the Sunshine Laws.

1. **Summary Responses to Question 2: *Recognizing that there is no bright line between administrative function and board responsibility, how does the board work with the President to make sure that the board focuses its attention on the most important issues: institutional mission, strategic direction of the university and financial stability/health of the university?*** There is continued interest by the Board in conversations about how to assure that the administration and the Board are asking the big questions. There was a strong sense that in the last several months there is a better understanding of the Board’s roles and responsibilities. There is also a new sense of trust in the administrative leadership team. Trustees expressed their belief that the university is moving in the right direction. Dr. Gitenstein suggested that a review of the Board’s delegation of authority to the president would provide the Board with a more clear understanding of the decision-making process and also a greater sense of confidence that the president is making decisions based on delegated authority. Trustees recommended beginning each year with a retreat to include the discussion of a list of the top strategic issues facing UNF for discussion throughout the year. Trustees believe that it is essential for the President and the Chair to set the tone, as well lead the

## Item 3 Trustee Conversations in SOP of Section 4: Governing Board of the PA of the (SACSCOC) (continued)

conversation on what should be the strategic areas of focus. Trustees also encouraged senior staff to communicate more and more transparently with the Board.

1. **Summary Responses to Question 3*: Does the Board of Trustees effectively interact with the Board of Governors? If not, what are some suggestions for improvements?***

In the past, there was limited Trustee interaction with the Board of Governors (BOG). All Trustees agreed that it was necessary to improve the relationship with the BOG. One Trustee stated that more interaction will not be useful unless there is a thoughtful plan for that interaction. There should be a clear expectation of the Board’s responsibilities, and communication should happen between the Governors and Trustees in both directions.

1. **Summary Responses to Question 4: *Do members of the Board of Trustees maintain an institutional perspective even if he/she is selected as a representative of a stakeholder group? If not, how should that perspective be established?*** There was complete consensus that no one who was appointed by the Governor or Florida Board of Governors acted solely to support some personal or professional interest at the University. There was an awareness that the faculty and student representatives on the Board have a constituent base. The Board believes that having faculty and student representation on the Board is extremely beneficial but suggested that reinforcing the institutional perspective of faculty and student; Trustees could be enhanced through more interaction with other Trustees, as well as more intensive focus on the institutional perspective during Trustee orientation.
2. **Summary Responses to Question 5: *What are the most important skills sets of Trustees currently on the board? Does the university effectively use these skills sets? If not, how can that use be improved? Are there skills sets that are missing from the Board? If so, what would those be?*** There is a wide range of skill sets represented on the Board. Trustees feel that their skill sets were being used well but desire to do more. They would like to see an engagement plan based on input from the Chair and President and the individual Trustee. It would be helpful to create a list of expertise of each Board member and develop a template

## Item 3 Trustee Conversations in SOP of Section 4: Governing Board of the PA of the (SACSCOC) (continued)

for how that particular skill set could be best used to benefit the University. All agreed that excellent communication skills (speaking and listening) are vital for a Trustee. Several Trustees expressed an interest in greater diversity on the Board regarding race, ethnicity, and gender. In addition, Trustees believe the Board should include individuals who positively impact the local community and who have significant influence through the region and state.

1. **Summary Responses to Question 6: *How important is it for the Board to discuss emerging issues in higher education nationally? How should such discussion inform Board and committee discussions? What are topics we should consider for ongoing professional development for the Board?*** Trustees believe that topics have to be pertinent to UNF. There was a suggestion that it would be helpful for the Board to hear from speakers who are futurists. These speakers could be brought to the university to talk to the Board and the full community. Dr. Gitenstein also urged the Board to participate in the AGB national conference which is being held in Orlando in April 2019. She noted that there are many excellent presentations on relevant and topical issues.
2. **Summary Responses for Question 7: *Is the process whereby the Board gets its work done effective and efficient? This is not just a question of committee structure but one of engagement and appropriate input. What are your views about the substance of work that should be done within committees as opposed to the full Board? Should committees reflect the strategic direction or the administrative function of the university?*** One Trustee expressed that the Board was efficient but not necessarily effective. All Trustees felt very optimist about the future and want to support the President and Chair to be more effective. Trustees are not in consensus about committee structure (whether it should follow a strategic plan or the administrative structure) or the new scheduling of committee meetings in sequence.
3. **Summary Responses of Question 8: *Do you believe that the UNF Board is an effective Board? If not, what should the board be doing to improve effectiveness?*** Trustees believe that UNF is working its way towards effectiveness. The Presidential Search laid the groundwork for a new way of engagement between

## Item 3 Trustee Conversations in SOP of Section 4: Governing Board of the PA of the (SACSCOC) (continued)

Trustees and administration and an enhanced level of performance expectation for Trustees. All agreed that the orientation for new Trustees needed improvements.

1. **Summary of Responses for Question 9: *Does the Board evaluate Chair effectiveness? How does the Board evaluate meeting effectiveness? Do you have suggestions on the enhancement of either of these evaluation processes?*** Trustees acknowledged that there is currently no formal evaluation of either the board chair or board meetings. All concurred that it would be beneficial to implement an evaluation plan, perhaps starting with a simple survey and providing a description of the Chair’s role.
2. **Summary of Responses for Question 10: *Is the Board a champion of the University on campus and in the community? If not, how should that be enhanced?*** Many Trustees feel that Trustees are champions of the university in the community, while fewer feel that Trustees are champions on the campus. If the goal is visibility and advocacy by the Board, then it is essential that attendance at off campus and on campus events is encouraged and acknowledged.

After the discussion of the ten interview questions and summary responses, Dr. Gitenstein asked the Board to provide additional feedback on the report.

Chair Hyde stated that the Board has an opportunity to meet with the Board of Governors (BOG) at the January 30-31 meeting when President Szymanski presents UNF’s accountability plan. Trustee Bryan commented that other Board of Governors members will be coming to UNF in the future. It’s an exciting time to build relationships. President Szymanski stated that he has established regular communication with the Chancellor, including the Chancellor’s visit to campus.

Trustee Bryan asked how the Board can make a difference and support the President without stepping on his toes. He asked for guidance on what is the best practice. Dr. Gitenstein said that Trustees need to be mindful of their roles and responsibilities as contrasted with administrative roles and responsibilities. Trustees need to work with the administration, and there needs to be clear communication with one another.

## Item 3 Trustee Conversations in SOP of Section 4: Governing Board of the PA of the (SACSCOC) (continued)

Trustee Wamble-King discussed her engagement on campus. She noted that she makes a concerted effort to attend campus events, including those where she will have the opportunity to interact with students. She finds this to be an effective way to enhance her engagement. It also serves as a way to demonstrate to students that Trustees participate in/support events on campus. Trustee Wamble-King was not sure if being announced as a Trustee at every event (as suggested by Dr. Gitenstein) was necessary.

Trustee Gonzalez discussed that his interaction with students was easier because the Small Business Development Center is housed on the UNF campus, which allows him to have a direct relationship to campus. He expressed his concerns with the limitations on communication between himself and the student government president because of the Sunshine Laws and suggested that a student liaison could be assigned to each Trustee.

Next, Dr. Gitenstein facilitated the Board’s discussion of possible items to be included in a Board Action Plan, based on the summary report, today’s conversation, and Dr. Gitenstein’s recommended steps for an action plan. Items discussed included:

1. The development of individual Trustee engagement plans (possibly led by the Board Governance Committee and the chair of the Board, but with close consultation with each Trustee).
	* Tangible evidence of improvement with the Board of Governors (BOG). How can we use the successful interactions in the future?
	* Create a Board engagement plan
	* Communication plan needs to be detailed and measurable
	* Hear from deans/administration/faculty/students (it’s important for both sides)
		+ Benefit for self-reflection for presenters
		+ Adds to board “elevator speech”
	* Have the top 10 questions that the community asks (internal and external) to build consistency
	* Know more about the history of colleges
2. Implementation of the President’s strategic directives which must address improvement in the Board of Governors Performance Metrics as well as other goals and must include metrics for institutional and Board assessment.

## Item 3 Trustee Conversations in SOP of Section 4: Governing Board of the PA of the (SACSCOC) (continued)

* + Do we have any faculty members who can help?
1. A specific professional development plan for the full Board, including an appropriate incorporation of discussion of UNF in a national context as well as an understanding of the roles and responsibilities of Trustees as institutional advocates and fiduciaries.
	* Bring in a futurist expert to help UNF think about positioning the university for the future.

Dr. Gitenstein and the Board then moved into a discussion of a proposed Board Action Plan. The Board agreed that the proposed Action Plan would be designed to improve Board engagement, effectiveness and efficiency with a timeframe of three years.

### PROPOSED ACTION PLAN:

1. Board review of its committee structure and sequencing, as well as governance documents, such as: Board bylaws, committee charters, and the delegation of authority from the Board to the President. Board development of a document articulating Board roles and responsibilities.
2. Develop a process to ensure regular review of the institutional mission with a focus on strategic direction.
3. Develop individual Trustee engagement plans (possibly led by the Board Governance Committee and the chair of the Board, but with close consultation with each Trustee).
	1. Continue communication with Board of Governors. Should include goals and ways to measure goals.
	2. Compile a list of the top 10 questions that the community asks Trustees, including responses.
	3. Create a Board engagement and communication plan, which is detailed and measurable
		* Hear from deans/administration/faculty/students
		* Benefit for self-reflection for presenters

## Item 3 Trustee Conversations in SOP of Section 4: Governing Board of the PA of the (SACSCOC) (continued)

* + - Adds to board “elevator speech”
1. Develop a professional development plan for the full Board, including the incorporation of a discussion of UNF in a national context as well as an understanding of the roles and responsibilities of Trustees as institutional advocates and fiduciaries.
2. Develop a plan for the evaluation of the Chair of the Board, which must begin with a clear definition of the roles and responsibilities of the Chair. Additionally, develop a plan for the evaluation of Board meetings and committee chairs.
3. Continue to enhance the data and information shared with the Board, focusing on trending data and higher education competition and a shared commitment to transparency.

Chair Hyde called for a Motion to approve the Action Plan in concept with the expectation that formal action on the finalized plan will be at the next board meeting. Trustee Gonzalez made a Motion to approve the Action Plan. Trustee Fenner Seconded the motion, and it was approved unanimously.

### Discussion of Draft Board Self-Evaluation Policy

Dr. Shawn Brayton, SACSCOC Liaison, led the Board in a discussion of a draft Board Self- Evaluation Policy that she and Vice President Stone developed for consideration by the Board. She noted that the draft policy drew upon best practices as outlined by AGB and also incorporated elements of the SACSCOC standards on Board self-evaluation. Dr. Brayton asked for the Board’s input on all elements of the draft policy, including the timing and frequency of Board evaluation. After discussion, the Board suggested an annual self-evaluation, with the engagement of the services of an outside consultant every three to five years to guide the process, analyze the results, and facilitate retreats. For the annual review (when consultant’s services are not engaged), the Board suggested that UNF administrative staff could be engaged to guide the process. A revised draft policy will be brought to the Board for consideration and approval at the Board’s January 17, 2019 meeting.